

SECTION II

ARTICLES OF INCORPORATION

OF

**VISTA ESTATES WEST HOMEOWNERS
ASSOCIATION, INC.**

VISTA ESTATES WEST HOMEOWNERS ASSOCIATION, INC.

FIRST: I, Hidgett S. Perker, Jr., whose post office address is 10210 Greenbelt Road, Seabrook, Maryland 20706, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Law of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is VISTA ESTATES WEST HOMEOWNERS ASSOCIATION, INC.

THIRD: This Corporation, does not contemplate securing gain or profit to the members thereof.

FOURTH: The specific purposes for which the Corporation is formed are:

(a) To promote the health, safety and welfare of the residents of the VISTA ESTATES WEST subdivision which is located in the Thirteenth Election District of Prince George's County, Maryland, and as described and defined in applicable Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in the Land Records of Prince George's County, Maryland, and in accordance with any such Amendatory and/or Supplementary Declarations of Covenants, Conditions and Restrictions as may thereafter be recorded in said Land Records (which Declaration and Amendatory and/or Supplementary Declaration(s) are hereinafter called the "Declaration");

(b) To improve, maintain, preserve, and provide architectural control of the property owned and/or maintained from time to time by the Corporation including but not limited to the maintenance and improvement of the common areas and any and all other facilities located or established from time to time thereon; and to promote, improve and maintain the beautification of the VISTA ESTATES WEST subdivision;

(c) To own, acquire, (by gift, purchase or otherwise) build upon, operate, maintain, sell, convey, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the original document on file in this office, DATED: 3/20/89
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

with the affairs of the Corporation and to provide such facilities and services in connection therewith as permitted by law;

(d) To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or other governmental charges levied or imposed against the property of the Corporation;

(e) To enforce any and all covenants, conditions, restrictions and agreements applicable to the VISTA ESTATES WEST subdivision;

(f) To borrow money, and, with the assent of sixty-six and two-thirds (66-2/3%) percent of each class of membership, mortgage, pledge, deed in trust, and/or hypothecate any or all of the real or personal property owned by the Corporation as security for money borrowed or debts incurred; and

(g) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to have and to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of

the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FIFTH: The post office address of the principal office of the Corporation in this State is Corridor Office Park, 4740 Corridor Place, Suite F, Beltsville, Maryland 20705. The name of the Resident Agent of the Corporation in this State is George A. Brugger whose post office address is c/o Fossett & Brugger, Chartered, Suite 900, 10210 Greenbelt Road, Seabrook, Maryland 20706. Said Resident Agent is an individual actually residing in this State.

SIXTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

SEVENTH: Every person or entity who is the record owner of a fee or undivided fee interest in any Lot that is subject to the Declaration shall be deemed to have a membership in the Corporation. Membership shall be appurtenant to and may not be separated from such ownership. The foregoing is not intended to include persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Owner's membership.

The Association shall have two (2) classes of membership, Class "A" and Class "B," as follows:

(a) Class "A" Members. Class "A" members shall be all Owners with the exception of the Class "B" members, if any.

Class "A" members shall be entitled on all issues to one (1) vote for each Lot in which they hold the interest required for membership by Section 1 hereof; there shall be only one (1) vote per Lot. When more than one person or entity holds an interest in any Lot, the vote for such Lot shall be exercised as those persons or entities themselves determine and advise the Secretary of the Corporation prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one person or entity seeks to exercise it.

Any Owner of Lots which are leased may, in the lease or other written instrument, assign the voting right appurtenant to that Lot to the lessee, provided that a copy of such instrument is furnished to the Secretary prior to any meeting.

(b) Class "B" Members. Class "B" members shall be the Declarant and any successor of Declarant or Additional Declarant who takes title to a Lot for the purpose of development and/or sale and who is designated as such in a recorded instrument. Each Class "B" member shall be entitled to three (3) votes for each Lot owned. The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

(i) When the total votes outstanding in the Class "A" membership shall equal or exceed the total votes outstanding in the Class "B" membership;

(ii) January 1, 1998; or

(iii) Upon the surrender of said Class membership by the then holders thereof for cancellation on the books of the Corporation.

Upon the lapse or surrender of any of the Class "B" memberships as provided in section 2(b) of this Article SEVENTH, the Declarant shall thereafter become a Class "A" member of the Corporation as to each and every Lot in which the Declarant holds the interest otherwise required for such Class "A" membership.

Notwithstanding Section 2(b) of this Article SEVENTH, in the event additional property is annexed as set forth in the Declaration, before or after the Class "B" membership has lapsed or has been surrendered as specified in Section 2(b) of this Article SEVENTH, then the Declarant shall nevertheless be a Class "B" member as to each Lot which it owns in such annexed property subject to the reinstated limitations set forth in this Article.

EIGHTH: The initial Board of Directors shall be composed of three (3) natural persons as long as there is a Class "B" membership, and, after the Class "B" membership terminates the Board of Directors shall be composed of five (5) natural persons, at least a majority of whom shall be members of the Corporation.

The names and addresses of those persons who are to act as the initial Directors are:

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HOLDING
Y, ROAD
PLANS

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| Alan P. Kurland | 4740 Corridor Place, Suite F Beltsville, Maryland 20705 |
| John A. Bicknell | 4740 Corridor Place, Suite F Beltsville, Maryland 20705 |
| John A. Strohman | 4740 Corridor Place, Suite F Beltsville, Maryland 20705 |

The terms of the above-named initial Board of Directors shall expire when their successors have been elected at the first annual meeting following the termination of the Class "B" membership. The term of office of each Director thereafter shall be for a period of one (1) year and until their successors have been elected and hold their first meeting.

NINTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: The Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast sixty-six and two-thirds (66-2/3%) percent of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article ELEVENTH hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ELEVENTH: Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated, granted or otherwise fully conveyed to the Prince George's County Government, or to such public agency or authority as said Prince George's County Government may deem appropriate, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication, grant or conveyance is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of Corporation properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with the provisions of such covenants and deeds.

TWELFTH: The Corporation reserves the right to amend, alter or repeal any provision contained in the Articles by vote of members entitled to cast not less than sixty-six and two-thirds (66-2/3%) percent of the total votes of the membership.

THIRTEENTH: The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

FOURTEENTH: As used in this Article FOURTEENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section, and in accordance with the Bylaws of the Corporation.

FIFTEENTH: The Corporation shall exist perpetually.

SIXTEENTH: Invalidation of any one of these Articles by judgment or court order shall in no way effect any other provisions which shall remain in full force and effect.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, I, the undersigned, constituting the incorporators of the Corporation, have executed these Articles of Incorporation this 17th day of March, 1989, and I acknowledge the same to be my act.

WITNESS:

Maria M. Uoja

Midgett V. Parker, Jr.
Midgett V. Parker, Jr.

STATE OF MARYLAND
COUNTY OF PRINCE GEORGE'S

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I HEREBY CERTIFY that on the 17th day of March, 1989, before me the subscriber, a notary public in and for the State and County aforesaid, personally appeared MIDGETT S. PARKER, JR. who acknowledged the foregoing Articlee of Incorporation to be his act as the incorporator named therein.

WITNESS my hand and notarial seal or stamp the day and year last above written.

Janne E. Talbot
Notary Public, Maryland

My Commission Expires: 7-1-90

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